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**SECOND-AMENDMENT
DECLARATION OF POOLED UNIT
CENTREPORT UNIT**

STATE OF TEXAS \$

COUNTY OF TARRANT \$ KNOW ALL MEN BY THESE PRESENTS:
\$

This Amended Declaration of Pooled Unit is executed to be effective as of January 23, 2009, by the undersigned parties, who are the owners of an interest in the leasehold estates created under those certain Oil, Gas and Mineral Leases (the "Leases") which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes, or who are the owners of an interest in the mineral estate in the lands described in the Leases, who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the leases and mineral estates herein described.

R E C I T A L S

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land, lands, lease, or leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and mineral estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned.

WHEREAS, the purpose and intent of this Second Amendment to the Declaration of Pooled Unit Centreport Unit, is to Modify and Amend the interest pooled within the Centreport Unit boundary dimensions by replacing the Exhibit "A" from the Declaration of Pooled Unit – Centreport Unit dated within the date of January 23, 2009, which was filed in the Official Public Records of Tarrant County, Texas, as document number D203021679. And the First Amendment of Declaration of Pooled Unit – Centreport Unit dated within the date of the January 23, 2009, which was filed in the Official Public Records of Tarrant County, Texas, as document number D209151549

NOW, THEREFORE, in consideration of the foregoing premises, the mutual benefits to be derived by the parties hereto and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned agree as follows:

1. **Declaration of Unit.** In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the mineral estates therein, to the extent necessary to form and create the Unit Area described below. Production from the Unit shall be allocated proportionately among all of the tracts within the Unit in the proportion which the number of surface acres in each of such tracts bears to the total number of surface acres in the Unit.
2. **Description of Unit Area.** The Unit Area (herein so called) shall consist of **371.802 acres**, more or less, being the lands as depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes, and the unit shall be limited to the interval and depths lying from the surface of the earth to the base of the Barnett Shale formation **INSOFAR AND ONLY INSO FAR** as to oil, gas, and associated and constituent hydrocarbons produced from a well or wells classified as an oil well or a gas well. This Declaration of Pooled Unit covers all production from the lands described on the attached Exhibit "B" which is produced from any well drilled to the unitized interval underlying the Unit Area.
3. **Unit Name.** The pooled unit created hereby shall be known as "**CENTREPORT UNIT**".
4. **Additional Interest; Consent.** In the event the undersigned own any leasehold interest or mineral interest other than those specifically described or referred to herein covering the lands inside the Unit Area, including any unleased mineral interest in lands inside the Unit Area, or any interest for which ratification of the pooled unit created hereby is necessary, such interest or interests are hereby pooled and combined into said pooled unit as hereby declared without the necessity of specifically enumerating such interests or the specific lands covered by such interests or in which they are held.
5. **Right to Amend.** The undersigned hereby expressly reserve the right, from time to time, to amend this First Amendment Declaration of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the pooled unit described herein, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit Area; (ii) to include any other formation or formations and any other mineral or minerals therein, thereunder or produced therefrom, all in accordance with the terms and provisions of the Leases; (iii) to include in the pooled unit described herein or in any amendments hereto, oil, gas and mineral leases, or interests in the lands described therein, covering interests in the Unit Area, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein, and (iv) to include in the pooled unit described herein or in any amendments hereto, full or undivided interests in the Unit Area which are not otherwise included herein by the respective owner of such full or undivided interests.
6. **Dissolution of Unit.** The pooled unit formed hereby may be dissolved by Chesapeake Exploration, L.L.C., acting as the Operator of the pooled unit, at any time by an instrument filed for record in Tarrant County, and Dallas County, Texas, after any failure to establish unit production or after cessation of operations upon the pooled unit.

7. Multiple Originals. This instrument may be executed in any number of multiple counterparts, each of which shall have the same force and effect as an original instrument executed by all of the undersigned parties, regardless of whether such counterpart is executed prior to or subsequent to the date hereof or the filing of record of a counterpart hereof. Further, this instrument may not be ratified, consented to or approved by any party, individual, person or entity except upon the express written consent of all the undersigned parties hereto. This First Amendment Declaration of Pooled Unit, and each counterpart or ratification hereof, shall be binding upon each party who executed the same, and shall have the effect of pooling such party's undivided ownership interest in the leases covered hereby, without regard to whether any other party owning an interest in the Leases or Unit Area may execute this instrument, or a counterpart or ratification hereof.

8. General Provisions. This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties. When the context requires, singular nouns and pronouns include the plural.

Except as amended hereby, said Declaration of Pooled Unit – Centreport Unit dated within the date of January 23, 2009, which was filed in the Official Public Records of Tarrant County, Texas, document number D203021679 and the First Amendment of Declaration of Pooled Unit – Centreport Unit dated within the date of January 23, 2009, which was filed in the Official Public Records of Tarrant County, Texas, as document number D209151549 remains in full force and effect.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes as of the date first above written.

This declaration may be executed in counterparts, each of which is deemed an original and all of which only constitute one original.

**Chesapeake Exploration L.L.C.,
An Oklahoma Limited Liability Company**

By:

Henry J. Hood, Senior Vice President
Land and Legal & General Counsel
Chesapeake Exploration, L.L.C.

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JGJ

ACKNOWLEDGMENT

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

BEFORE me, the undersigned, a Notary Public in and for said County and State, on this 1 day of February, 2010, personally appeared Henry J. Hood, Senior Vice President - Land and Legal & General Counsel of **Chesapeake Exploration, L.L.C.**, an Oklahoma Limited Liability Company, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

My Commission Expires: _____

Erin Lenau _____

Notary Public

My Commission Number: _____



This declaration may be executed in counterparts, each of which is deemed an original and all of which only constitute one original.

TOTAL E&P USA, INC., a Delaware corporation

By:

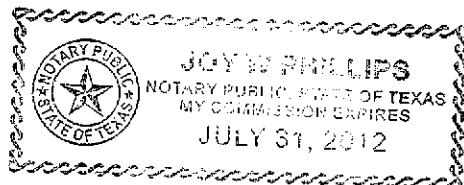


Eric Bonnin, Vice President- Business Development and Strategy

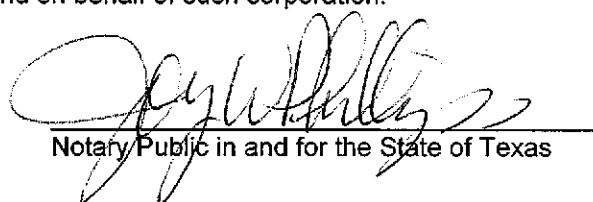
ACKNOWLEDGMENT

STATE OF TEXAS)
)
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 8th day of February, 2010,
by Eric Bonnin as Vice President – Business Development and Strategy of **TOTAL E&P USA, INC.**, a
Delaware corporation, as the act and deed and on behalf of such corporation.



JULY 31, 2012
NOTARY PUBLIC, STATE OF TEXAS
MY COMMISSION EXPIRES
JULY 31, 2012



Notary Public in and for the State of Texas

This declaration may be executed in counterparts, each of which is deemed an original and all of which only constitute one original.

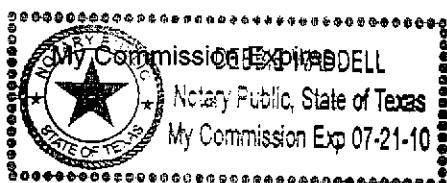
WES-TEX DRILLING COMPANY, L.P., a Texas limited partnership

By: WES-TEX Holdings, L.L.C., a Texas limited liability company, its General Partner

By: David Morris
Name: David Morris
Title: Executive Vice President

STATE OF TEXAS
COUNTY OF TAYLOR

This instrument was acknowledged before me on the 29th day of January, 2010, by David Morris as Executive Vice President of WES-TEX HOLDING, LLC, a Texas limited liability company, on behalf of said corporation in its capacity as General Partner of WES-TEX DRILLING COMPANY, L.P., a Texas limited partnership.



Debby Andally
Notary Public, State of Texas

EXHIBIT "A"

Attached to and made a part of that Second-Amendment Declaration of Pooled Unit for CENTREPORT UNIT dated the effective date of January 23, 2009.

The following described Oil and Gas Leases shall be limited to those lands **insofar and only insofar** as said Oil and Gas Leases covers lands within the Unit depicted in Exhibit "B":

LEASE NUMBER:	TX7150954-000
LESSOR:	Centreport Barnett, LP
LESSEE:	Chesapeake Exploration, L.L.C.
LEASE DATE:	August 24, 2007
DOCUMENT NO.:	D207309368
DESCRIPTION:	482.187 acres, more or less, as described in said lease, insofar and only insofar as said oil and gas lease covers lands within the Unit.
LEASE NUMBER:	TX7154368-000
LESSOR:	APA Holding Corporation
LESSEE:	Chesapeake Exploration, L.L.C.
LEASE DATE:	February 06 2008
DOCUMENT NO.:	D208092106
DESCRIPTION:	1.811 acres, more or less, as described in said lease, insofar and only insofar as said oil and gas lease covers lands within the Unit.
LEASE NUMBER:	TX7154346-000
LESSOR:	Lincoln Champion Investors, LP
LESSEE:	Chesapeake Exploration, L.L.C.
LEASE DATE:	December 15, 2007
DOCUMENT NO.:	D208097585
DESCRIPTION:	5.055 acres, more or less, as described in said lease, insofar and only insofar as said oil and gas lease covers lands within the Unit.
LEASE NUMBER:	TX7154370-000
LESSOR:	Trademark Emerson Centreport Tech, Ltd.
LESSEE:	Chesapeake Exploration, L.L.C.
LEASE DATE:	February 5, 2008
DOCUMENT NO.:	D208092104
DESCRIPTION:	3.892 acres, more or less, as described in said lease, insofar and only insofar as said oil and gas lease covers lands within the Unit.
LEASE NUMBER:	TX7154357-000
LESSOR:	DFWP Centre LP
LESSEE:	Chesapeake Exploration, L.L.C.
LEASE DATE:	December 9, 2007
DOCUMENT NO.:	D208097579
DESCRIPTION:	6.778 acres, more or less, as described in said lease, insofar and only insofar as said oil and gas lease covers lands within the Unit.
LEASE NUMBER:	TX7155189-000
LESSOR:	Corporate Statler Ltd.
LESSEE:	Chesapeake Exploration, LLC
LEASE DATE:	4/10/2008
DOCUMENT NO.:	D208185753
DESCRIPTION:	7.858 acres, more or less, as described in said lease, insofar and only insofar as said oil and gas lease covers lands within the Unit.
LEASE NUMBER:	TX7153594-000
LESSOR:	Holiday 360, Ltd.
LESSEE:	Chesapeake Exploration, LLC
LEASE DATE:	12/3/2007
DOCUMENT NO.:	D208081116
DESCRIPTION:	2.991 acres, more or less, as described in said lease, insofar and only insofar as said oil and gas lease covers lands within the Unit.
LEASE NUMBER:	TX7153593-000
LESSOR:	Hotel 360, Ltd.
LESSEE:	Chesapeake Exploration, LLC
LEASE DATE:	12/3/2007
DOCUMENT NO.:	D208081115
DESCRIPTION:	4.281 acres, more or less, as described in said lease, insofar and only insofar as said oil and gas lease covers lands within the Unit.

LEASE NUMBER: TX7155188-000
 LESSOR: Centreport Partners, LP
 LESSEE: Chesapeake Exploration, LLC
 LEASE DATE: 4/7/2008
 DOCUMENT NO.: D208185754
 DESCRIPTION: 8.531 acres, more or less, as described in said lease, **insofar and only insofar** as said oil and gas lease covers lands within the Unit.

LEASE NUMBER: TX7154358-000
 LESSOR: Bernard G. Janet Tohl
 LESSEE: Chesapeake Exploration, LLC
 LEASE DATE: 12/11/2007
 DOCUMENT NO.: D208097580
 DESCRIPTION: 2.130 acres, more or less, as described in said lease, **insofar and only insofar** as said oil and gas lease covers lands within the Unit.

LEASE NUMBER: TX7155095-000
 LESSOR: MMC, LP
 LESSEE: Chesapeake Exploration, LLC
 LEASE DATE: 10/23/2007
 DOCUMENT NO.: D208147499
 DESCRIPTION: 1.850 acres, more or less, as described in said lease, **insofar and only insofar** as said oil and gas lease covers lands within the Unit.

LEASE NUMBER: TX7153590-000
 LESSOR: 14150 Trinity Blvd, LP
 LESSEE: Chesapeake Exploration, LLC
 LEASE DATE: 12/3/2007
 DOCUMENT NO.: D208097576
 DESCRIPTION: 0.681 acres, more or less, as described in said lease, **insofar and only insofar** as said oil and gas lease covers lands within the Unit.

LEASE NUMBER: TX7153587-000
 LESSOR: Montvale Properties, LP
 LESSEE: Chesapeake Exploration, LLC
 LEASE DATE: 1/11/2008
 DOCUMENT NO.: D208061101
 DESCRIPTION: 11.561 acres, more or less, as described in said lease, **insofar and only insofar** as said oil and gas lease covers lands within the Unit.

LEASE NUMBER: TX7155426-000
 LESSOR: Camden Realty, Inc.
 LESSEE: Chesapeake Exploration, LLC
 LEASE DATE: 5/20/2008
 DOCUMENT NO.: D208306686
 DESCRIPTION: 11.503 acres, more or less, as described in said lease, **insofar and only insofar** as said oil and gas lease covers lands within the Unit.

LEASE NUMBER: TX7153588-000
 LESSOR: Centreport Associates, LP
 LESSEE: Chesapeake Exploration, LLC
 LEASE DATE: 12/3/2007
 DOCUMENT NO.: D208061099
 DESCRIPTION: 22.89 acres, more or less, as described in said lease, **insofar and only insofar** as said oil and gas lease covers lands within the Unit.

LEASE NUMBER: TX2205547-001
 LESSOR: Dallas Area Rapid Transit (DART)
 LESSEE: Dale Resources, LLC
 LEASE DATE: 4/20/2006
 DOCUMENT NO.: D206125616
 DESCRIPTION: 722.09 acres, more or less, as described in said lease, **insofar and only insofar** as said oil and gas lease covers lands within the Unit.

EXHIBIT "B"

Centreport

Being 382.696 acres of land more or less located in the V. Hutton Survey, Abstract No. 681, J. Burnett Survey, Abstract No. 178, A. Barnard Survey, Abstract No. 107, Tarrant County, Texas. Said 382.696 acres of land being more particularly described as follow;

Commencing at a point located in the northwest corner of the V. Hutton Survey, Abstract No. 681;

Thence North 87 degrees 15 minutes 57 seconds East 1246.11 feet to the POINT OF BEGINNING;

Thence East 1287.42 feet to a point;

Thence South 24 degrees 44 minutes 37 seconds East 1851.91 feet to a point;

Thence South 21 degrees 12 minutes 29 seconds East 1697.52 feet to a point;

Thence South 22 degrees 19 minutes 29 seconds East 174.56 feet to a point;

Thence South 00 degrees 15 minutes 03 seconds East 227.26 feet to a ½" iron rod;

Thence South 00 degrees 14 minutes 19 seconds East 792.62 feet to a ½" iron rod;

Thence South 00 degrees 13 minutes 52 seconds East 844.91 feet to a point;

Thence South 88 degrees 52 minutes 49 seconds East 395.82 feet to a point;

Thence South 00 degrees 16 minutes 26 seconds East 1027.31 feet to a point;

Thence North 78 degrees 15 minutes 02 seconds West to the beginning of a curve to the left with a radius of 799.50 feet and a chord bearing and distance of South 86 degrees 22 minutes 31 seconds West 423.94 feet;

Thence South 71 degrees 01 minutes 27 seconds West 62.59 feet to a point;

Thence South 01 degrees 07 minutes 56 seconds West 705.49 feet to an iron rod;

Thence South 01 degrees 02 minutes 03 seconds West 300.00 feet to a point;

Thence North 88 degrees 57 minutes 57 seconds West 1467.10 feet to a point;

Thence North 29 degrees 42 minutes 44 seconds West 874.80 feet to a point;

Thence North 21 degrees 48 minutes 16 seconds West 128.27 feet to a point;

Thence North 24 degrees 51 minutes 18 seconds West 280.25 feet to a point;

Thence North 16 degrees 52 minutes 59 seconds West 278.82 feet to a point;

Thence North 17 degrees 53 minutes 39 seconds West 146.53 feet to a 1/2" iron rod;

Thence South 88 degrees 40 minutes 00 seconds East 383.56 feet to a point;

Thence North 01 degrees 07 minutes 11 seconds East 175.02 feet to the beginning of a curve to the right with a radius of 50.00 feet and a chord bearing and distance of North 43 degrees 51 minutes 30 seconds West 70.43 feet;

Thence North 88 degrees 54 minutes 56 seconds West 399.46 feet to a point;

Thence North 10 degrees 39 minutes 25 seconds West 129.23 feet to a point;

Thence North 43 degrees 38 minutes 35 seconds East 71.83 feet to a point;

Thence North 03 degrees 46 minutes 25 seconds West 27.01 feet to a 5/8 iron rod;

Thence North 02 degrees 30 minutes 14 seconds West 134.14 feet to a point;

Thence North 03 degrees 49 minutes 03 seconds West 32.32 feet to a point;

Thence North 56 degrees 22 minutes 33 seconds West 97.38 feet to a point;

Thence North 00 degrees 23 minutes 34 seconds West 923.37 feet to an iron rod;

Thence North 00 degrees 10 minutes 45 seconds West 79.92 feet to an iron rod;

Thence North 00 degrees 15 minutes 25 seconds West 1173.06 feet to a point;

Thence North 00 degrees 19 minutes 49 seconds West 2922.57 feet to the POINT OF BEGINNING;

The bearings recited hereon are oriented to NAD 27 Texas North Central Zone.

Less and except the following tract from the Centreport 2H Plat with the last revision date of 1/25/10:
Tract 18 containing 9.592 acres and Tract 25 containing 1.302 acres.